

## State of Rhode Island and Providence Plantations

January 26, 19 68

WE, the undersigned officers of

The Outlet Company

a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called for the purpose, and held in the City of Providence, in said State, on the 26th day of January, A. D. 19 68, the following amendment(s) to the Articles of Association (or Charter) was (or were) duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:—

Over Two-Thirds (2/3rds)

which said vote amends or adds the following Article(or Articles)to read as follows,viz.—

"Article No. FIFTH: The total amount of Authorized Capital Stock of the Corporation shall be

- (a) Three Million (3,000,000) shares of Common Stock without par value.
- (b) Twenty-three thousand (23,000) shares of \$100 par value 5 $\frac{1}{2}$ % Convertible Preferred Stock, with the following preferences, voting powers, restrictions and qualifications: (see attached)

(1) The holders of the Common Stock of the Corporation shall have no right to subscribe for any new stock of any kind nor to any obligations, warrants or other securities of any kind issued by the Corporation, whether now or hereafter authorized.

(2) All rights to vote and all voting power, except when otherwise in the Articles of Association or by statute especially provided, ~~xxxxxxx~~ shall be vested solely in the Common Stock, and each share of Common Stock shall be entitled to one vote.

"Article No.

"Article No.

"Article No.

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"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

*Kenneth Logghearts*  
Executive ~~XXXXXX~~ Vice President).  
*Madeline A. T. Newbridge*  
~~XXXXXX~~ (or Assistant Secretary).

State of Rhode Island,

County of Providence . }

In the City of Providence  
on this 26th day of January  
A. D. 1968, subscribed and sworn to before me.

*Stanley Hood*  
Notary Public.

23  
BUSINESS  
ORIGINAL  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OR  
CHARTER OF

*Walter Company*

Duly Incorporated Under the Laws of  
the State of Rhode Island.

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20-335

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JAN 26 1968 19

1/26/68

## THE OUTLET COMPANY

### 5½% Convertible Preferred Stock

Preferences, voting powers, restrictions and qualifications  
set forth in the Articles of Association

FIFTH: The total amount of the Authorized Capital Stock of the Corporation shall be:

\* \* \*

(b) Twenty-three thousand (23,000) shares of \$100 par value 5½% Convertible Preferred Stock, with the following preferences, voting powers, restrictions and qualifications:

(1) *Dividends.* The holders of 5½% Convertible Preferred Stock shall be entitled to receive out of any funds of the Corporation at the time legally available for the declaration of dividends, dividends at the rate of \$5.50 per annum per share, and no more, payable in cash quarterly, when and as declared by the Board of Directors. Such dividends shall accrue from the date of issuance and shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for, the Common Stock, or any other shares of stock junior in rights or preferences to the 5½% Convertible Preferred Stock, and shall be cumulative, so that if at any time dividends upon the outstanding 5½% Convertible Preferred Stock at the rate of \$5.50 per annum per share shall not have been paid thereon or declared and set apart therefor with respect to all preceding quarterly dividend periods, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether, by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the Common Stock, or any other shares of stock junior in rights or preferences to the 5½% Convertible Preferred Stock.

(2) *Liquidation Preference.* In the event of an involuntary liquidation, dissolution or winding up of the Corporation, the holders of 5½% Convertible Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to \$100.00 per share, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon to the date of such event, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of any Common Stock or any other shares of stock junior in rights or preferences to the 5½% Convertible Preferred Stock. In the event of a voluntary liquidation, dissolution or winding up of the Corporation, the holders of 5½% Convertible Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to the then applicable redemption price.

(3) *Redemption.* The Corporation, at the option of the Board of Directors, may redeem the whole or from time to time may redeem any part of the 5½% Convertible Preferred Stock on any date set by the Board of Directors, but not prior to five (5) years following the date of issuance of said shares, by depositing with any bank or trust company therefor the amount per share hereinafter set forth as payable upon the redemption thereof and, in addition to the aforementioned amount, an amount in cash equal to all dividends unpaid and accumulated thereon, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by the Corporation or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares of their respective holders upon the surrender of their share certificates. In case of the redemption of a part only of the outstanding shares of the 5½% Convertible Preferred Stock, the Corporation shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the shares of the 5½% Convertible Preferred Stock at any time outstanding may not be redeemed and the Corporation may not offer to purchase any of such shares except on a pro rata basis, until all dividends accrued and in arrears upon all of such shares then outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all of such shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. Notice by mail, postage prepaid, shall be given to the holders of record of the shares to be redeemed, each notice to be addressed to each such shareholder at his post office address as shown by the records of the Corporation and mailed not more than sixty (60) nor less than thirty (30) days prior to the redemption date. Each notice shall inform the holders of shares to be redeemed that such shares may be converted into shares of Common Stock of the Corporation at any time prior to five (5) days before the redemption date and that a failure to so convert or to surrender shares for redemption will result in cessation of the accrual of dividends and the termination of all rights with respect to such shares except the right to receive the redemption price as aforesaid. On or after the date fixed for redemption and stated in such notice, each holder of the shares called for redemption shall surrender his certificate evidencing such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

From and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment for the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except (i) the right to receive from the bank or trust company payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor, or (ii) the right to convert such shares into full paid and nonassessable shares of Common Stock of the Corporation in accordance with paragraph (4) below. Any moneys deposited by the Corporation pursuant to this paragraph and unclaimed at the end of three (3) years after the date fixed for redemption shall be repaid to the Corporation upon its request expressed in a resolution of its Board of Directors, and thereafter the holders of certificates evidencing the shares so called for redemption shall be entitled to receive payment of the redemption price only from the Corporation.

The Corporation shall establish a sinking fund, commencing after five years following the issuance of the 5½% Convertible Preferred Stock, and the Board of Directors shall determine a sinking fund payment date. The Corporation shall retire by redemption, on each anniversary of the sinking fund payment date, a minimum of five (5) percent of the issue of said 5½% Convertible Preferred Stock outstanding on the initial sinking fund payment date.

The redemption price at which any or all of the 5½% Convertible Preferred Stock may be redeemed in accordance with the foregoing provisions shall be One Hundred Five and 50/100 Dollars (\$105.50)

per share for the sixth through tenth years after issuance of said shares; One Hundred Four Dollars (\$104.00) per share for the eleventh through fifteenth years after issuance of said shares; One Hundred Two and 50/100 Dollars (\$102.50) per share for the sixteenth through twentieth years after issuance of said shares; and One Hundred Dollars (\$100.00) per share thereafter; and in all cases plus dividends accrued and unpaid to the date fixed for redemption.

(4) *Conversion.* Each holder of 5½% Convertible Preferred stock may at any time, but not later than the fifth day prior to such date, if any, as may have been fixed for the redemption thereof in any notice of redemption given pursuant to any provisions hereof, upon surrender of the certificates therefor, convert any or all of his shares of 5½% Convertible Preferred Stock into full paid and nonassessable shares of Common Stock of the Corporation. The number of shares of Common Stock into which each such share of Preferred Stock may be so converted shall be determined by dividing the involuntary liquidation preference of such share of Preferred Stock by the conversion price at which 5½% Convertible Preferred Stock may then be converted into Common Stock, which conversion price shall be \$27.50 per share of Common Stock, initially, subject to adjustment in certain cases as hereinafter provided. No adjustment shall be made with respect to dividends on the Common Stock, or any other shares of stock junior in rights or preferences to the 5½% Convertible Preferred Stock, that may be accrued and unpaid at the date of surrender for conversion. Such option to convert shall be exercised by surrendering for such purpose to the Corporation, at any place where the Corporation shall maintain a transfer agency for its Common Stock or its 5½% Convertible Preferred Stock, certificates representing the shares to be converted, duly endorsed in blank or accompanied by proper instruments of transfer, and at the time of such surrender, the person exercising such option to convert shall be deemed to be the holder of record of the shares of Common Stock issuable on such conversion, notwithstanding that the share register of the Corporation shall then be closed or the certificates representing such shares of Common Stock shall not then be actually delivered to him.

The conversion price at which 5½% Convertible Preferred Stock may be converted into Common Stock shall be subject to adjustment from time to time in certain cases upon twenty (20) days written notice to the holders thereof, as follows:

A. In case the Corporation shall do any of the following acts (which acts are hereafter referred to as "Adjusting Events"): (a) issue or sell any shares of Common Stock (other than shares of Common Stock issued upon conversion of the Corporation's 5½% Convertible Subordinated Debentures due July 1, 1986 and except as otherwise herein provided) without consideration, or for a consideration per share less than the conversion price, initial, or adjusted, in effect immediately prior to the issuance or sale of such additional shares (such conversion price in effect at such time being hereinafter referred to as the "Operative Conversion Price"), or (b) pay or make a dividend or other distribution of Common Stock (other than a dividend or distribution (i) in cash or (ii) in Common Stock or in Convertible Securities, as hereinafter defined or (iii) in securities which both (A) are of a corporation which does not control, is not controlled by and is not under common control with the Corporation, and (B) were acquired by the Corporation otherwise than in exchange for operating assets of the Corporation or operating assets or securities of any entity controlled by the Corporation), then and thereafter successively upon each such Adjusting Event, the Operative Conversion Price shall immediately upon such Adjusting Event be reduced to a price (calculated to the nearest cent) determined by dividing

(1) An amount equal to

(a) the *product* of (i) the total number of shares of Common Stock outstanding on the date upon which the Operative Conversion Price became effective, but excluding therefrom the number of such shares then outstanding which were issued or sold in connection with any of the transactions described in clauses (5) and (6) of Subsection B and multiplied by (ii) the Operative Conversion Price.

(b) *plus*, the aggregate amount of all considerations, if any, received by the Corporation upon all issuances and sales, other than issuances or sales described in clauses (5) and (6) of Subsection B, of shares of Common Stock, regardless of whether any such consideration computed

on a per share basis is greater or less than the Operative Conversion Price, which have occurred since the date upon which the Operative Conversion Price became effective, including the consideration, if any, received by the Company as a result of (i) the instant Adjusting Event, and (ii) all Adjusting Events which have occurred since the Operative Conversion Price became effective which would have resulted in a reduction of the Operative Conversion Price but for the operation of the proviso at the end of this Subsection A.

(c) and *minus*, the aggregate amount of all dividends or other distributions paid or made on Common Stock (other than those as specified in clauses (b) (i), (b) (ii) or (b) (iii) of the first paragraph of this Subsection A) which have occurred since the date upon which the Operative Conversion Price became effective, including the amount, if any, distributed by the Corporation as a result of (i) the instant Adjusting Event, and (ii) all Adjusting Events which have occurred since the Operative Conversion Price became effective, which would have resulted in a reduction of the Operative Conversion Price but for the operation of the proviso at the end of this Subsection A,

by

(2) The total number of shares of Common Stock outstanding immediately after the Adjusting Event, but excluding therefrom the number of such shares then outstanding which were issued or sold in connection with any of the transactions described in clauses (5) and (6) of Subsection B,

*Provided, however*, that the Corporation shall not be required to make any reduction of the Operative Conversion Price pursuant to this Subsection A unless and until the aggregate effect of all such Adjusting Events since the Operative Conversion Price became effective results in a reduction in the Operative Conversion Price of at least twenty-five cents (\$.25).

B. For the purposes of Subsection A, the following provisions shall also be applicable:

(1) In case of the issuance or sale of additional shares of Common Stock for cash, the consideration received by the Corporation therefor shall be deemed to be the amount of cash received by the Corporation for such shares (or, if such shares are offered by the Corporation for subscription, the subscription price, or, if such shares are sold to underwriters or dealers for public offering without a subscription offering, the initial public offering price), without deducting therefrom any compensation or discount paid or allowed to underwriters or dealers or others performing similar services or for any expenses incurred in connection therewith.

(2) In case of the issuance (otherwise than upon conversion or exchange of obligations or shares of stock of the Corporation) or sale of additional shares of Common Stock for a consideration other than cash or a consideration a part of which shall be other than cash, the amount of the consideration other than cash received by the Corporation for such shares shall be deemed to be the value of such consideration as determined by the Board of Directors, irrespective of the accounting treatment thereof.

(3) In case the Corporation shall in any manner issue or grant any rights to subscribe for or to purchase, or any options (except as otherwise provided in clause (5) of this subsection B below) for the purchase of, (a) Common Stock or (b) any indebtedness or shares of stock convertible into or exchangeable for Common Stock (indebtedness or shares of stock convertible into or exchangeable for Common Stock being hereinafter called "Convertible Securities"), or shall issue or sell Convertible Securities, and the price per share for which Common Stock is issuable upon the exercise of such rights or options or upon conversion or exchange of such Convertible Securities at the time such Convertible Securities first become convertible or exchangeable

(determined by dividing

(i) in the case of an issue or grant of any such rights or options, the total amount, if any, received or receivable by the Corporation as consideration for the issue or grant of such rights or options, plus the minimum aggregate amount of additional consideration payable to the Corporation, upon the exercise of such rights or options, plus, in the case of such Convertible Securities issuable



upon the exercise of any such rights or options, the minimum aggregate amount of additional consideration payable to the Corporation upon the exercise of such rights or options, plus, in the case of such Convertible Securities issuable upon the exercise of any such rights or options, the minimum aggregate amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange of such Convertible Securities, or

(ii) in the case of an issue or sale of Convertible Securities other than where the same are issuable upon the exercise of any such rights or options, the total amount, if any, received or receivable by the Corporation as consideration for the issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the Company upon the conversion or exchange of such Convertible Securities

*by, in either such case,*

(iii) the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options or upon the conversion or exchange of such Convertible Securities at the time such Convertible Securities first become convertible or exchangeable)

shall be less than the conversion price, initial or adjusted, in effect immediately prior to the issue or grant of such rights or options or the issue or sale of such Convertible Securities, then the total maximum number of shares of Common Stock issuable upon the exercise of such rights or options or upon conversion or exchange of the total maximum amount of such Convertible Securities at the time such Convertible Securities first become convertible or exchangeable shall (as of the date of issue or grant of such rights or options or, in the case of the issue or sale of Convertible Securities other than where the same are issuable upon the exercise of rights or options, as of the date of such issue or sale), be deemed to be outstanding and to have been issued for said price per share; provided that (a) no further adjustment of the conversion price shall be made upon the actual issue of such Common Stock upon the exercise of such rights or options or upon the conversion or exchange of such Convertible Securities or upon the actual issue of Convertible Securities where the same are issuable upon the exercise of such rights or options; and (b) rights or options issued or granted *pro rata* to stockholders without consideration and Convertible Securities issuable by way of dividend or other distribution to stockholders shall be deemed to have been issued or granted at the close of business on the date fixed for the determination of stockholders entitled to such rights, options or Convertible Securities and shall be deemed to have been issued without consideration.

(4) In the case of the issuance of additional shares of Common Stock as a dividend, the aggregate number of shares of Common Stock issued in payment of such dividend shall be deemed to have been issued at the close of business on the date fixed for the determination of stockholders entitled to such dividend and shall be deemed to have been issued without consideration.

(5) No adjustment shall be made in the conversion price upon the granting of stock options (or the issuance or sale of shares of Common Stock upon the exercise of stock options granted) to officers or employees of the Corporation or of a Subsidiary under any plan which, at the time of such granting or issuance, has been adopted, authorized, approved or ratified by vote of stockholders of the Corporation.

(6) No adjustment shall be made in the conversion price upon the consolidation or merger of another corporation (which is a going concern and the principal function of which is not directly, and/or indirectly through other entities, the holding of cash and/or the ownership of securities other than the ownership of securities of any operating subsidiary of such corporation) into the Corporation in which the Corporation is the continuing corporation and in which there is no reclassification or change of the shares of Common Stock issuable upon conversion of Convertible Securities (other than a change in par value) or in case of any lease, sale or conveyance to the Corporation of all or substantially all the assets, as a going concern (the principal function of which is not directly, and/or indirectly through other entities, the holding of cash and/or the ownership of securities other than the ownership of a majority equity interest in any operating business entity), of another corporation or of an unincorporated

business organization, or of a division or divisions thereof comprising a separate business (or the sale or conveyance to the Corporation of at least fifty (50) per cent of the outstanding voting shares of another corporation, or at least fifty (50) per cent of the equity interest in an unincorporated business, which corporation or unincorporated business is a going concern the principal function of which is not directly, and/or indirectly through other entities, the holding of cash and/or the ownership of securities other than the ownership of a majority equity interest in any operating business entity) in consideration, in whole or in part, of the issuance of such corporation or unincorporated organization (or the shareholders of such a corporation or the members, partners or owners of other equity interests of such an organization) of shares of Common Stock of the Corporation, Convertible Securities or rights or options to subscribe for or purchase the same.

(7) In case of the payment or making of a dividend or other distribution on Common Stock in property (excluding Common Stock and Convertible Securities but including all other securities), such dividend or other distribution shall be deemed to have been paid or made at the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution and the amount of such dividend or other distribution in property shall be deemed to be the value of such property, as determined by the Board of Directors.

(8) The reclassification of securities other than Common Stock into securities including Common Stock shall be deemed to involve the issuance for a consideration other than cash of such Common Stock at the close of business on the date fixed for the determination of stockholders entitled to receive such Common Stock.

(9) If the Corporation shall enter into a contract for the sale or exchange of its Common Stock or Convertible Securities or rights or options to subscribe for or purchase the same, such Common Stock, Convertible Securities, rights or options shall be deemed to have been issued on the date such contract is made; provided that if on the date such contract is made the number of shares of Common Stock or the amount of Convertible Securities or such rights or options to be issued cannot be determined, such Common Stock, Convertible Securities, rights or options shall be deemed to have been issued on the earliest date such determination can be made.

(10) Except as otherwise specifically provided herein, shares of Common Stock, Convertible Securities or rights or options to subscribe for or purchase the same shall be deemed to have been issued and to be outstanding at the close of business on the date of issuance.

C. In case outstanding shares of Common Stock shall be subdivided into a greater number of shares of Common Stock or combined into a smaller number of shares of Common Stock, the initial conversion price or adjusted conversion price, in effect immediately prior to such subdivision or combination shall, simultaneously with the effectiveness of such subdivision or combination, be adjusted

(i) by reducing such conversion price to the conversion price which would then have been in effect but for the proviso at the end of the last paragraph of Subsection A and

(ii) by (a) in the case of such subdivision, proportionately reducing or (b) in the case of such combination, proportionately increasing the figure computed in accordance with clause (i) hereof.

D. The above provisions of this Section FIFTH (b) (4) shall similarly apply to successive issues, sales, dividends or other distributions, subdivisions and combinations on or of shares of Common Stock.

E. In case:

(a) the Corporation shall declare a dividend (or any other distribution) on shares of its Common Stock payable otherwise than one payable both (i) in cash and (ii) out of its earned surplus; or

(b) the Corporation shall authorize the granting to the holders of shares of its Common Stock of rights to subscribe for or purchase any shares of capital stock of any class or of any other rights; or

(c) of any reclassification of shares of Common Stock of the Corporation (other than a subdivision or combination of outstanding shares of its Common Stock), or of any consolidation or merger to which the Corporation is a party and for which approval of any stockholders of the Corporation is required, or of the sale or transfer of all or substantially all of the assets of the Corporation; or

(d) of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation; then the Corporation shall cause to be mailed to each holder of Convertible Preferred Stock at his post office address as shown by the records of the Corporation at least twenty (20) days (or ten (10) days in any case specified in clause (a) or (b) above) prior to the earliest applicable date hereinafter specified in the following clauses (x) or (y) of this sentence, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution or rights are to be determined, or (y) the date on which such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up is expected to become effective, and, if applicable, the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up. Failure to give any such notice by mail, or any defect therein, shall not affect the validity of the proceedings referred to in clauses (a), (b), (c) and (d) above.

Whenever the amount of shares of Common Stock or other securities deliverable upon the conversion of 5½% Convertible Preferred Stock shall be adjusted pursuant to the provisions hereof, the Corporation shall forthwith file, at its principal office and with any transfer agent or agents for 5½% Convertible Preferred Stock and for Common Stock, and with any stock exchange on which such Preferred Stock is listed, a statement, signed by its President or one of its Vice Presidents or its Secretary or Treasurer, stating the adjusted number of shares of its Common Stock or other securities deliverable per share of 5½% Convertible Preferred Stock upon conversion thereof calculated to the nearest one-hundredth (1/100) and setting forth in reasonable detail the method of calculation and the facts requiring such adjustment and upon which such calculation is based. Each adjustment shall remain in effect until a subsequent adjustment hereunder is required.

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock the full number of shares of Common Stock deliverable upon the conversion of all the then outstanding shares of 5½% Convertible Preferred Stock and shall take all such action and obtain all such permits or orders as may be necessary to enable the Corporation lawfully to issue such shares of Common Stock upon the conversion of shares of such Preferred Stock.

No fractions of shares of Common Stock shall be issued upon conversion, but in lieu thereof nondividend bearing, nonvoting scrip (exchangeable for full shares) shall be issued in such form, bearer or registered, in such denominations, expiring after such reasonable time and containing such provision for the sale of the full shares of Common Stock for which such scrip is exchangeable for the account of the holders of such scrip and such other terms and provisions, as the Board of Directors of the Corporation may from time to time determine prior to the issue thereof. The Corporation may, however, at its option, in lieu of issuing such scrip, make equitable provisions for the shareholders entitled to such scrip as the Board of Directors may determine, including payment in cash, or sale of stock to the extent of such scrip and distribution of the net proceeds or otherwise.

(5) *Voting Rights.* Each share of the 5½% Convertible Preferred Stock shall be entitled to one vote and shall have the same voting rights as the shares of Common Stock. In the event that six (6) or more quarterly dividends are in default and have not been paid to the holders of the 5½% Convertible Preferred Stock, the holders of said stock shall have the right by a vote of a majority in number of the shares of 5½%

Convertible Preferred Stock issued and outstanding to elect two (2) members to the Board of Directors of the Corporation.

(6) *Required Consent.* Without the consent of holders of two-thirds ( $\frac{2}{3}$ ) of the shares of the 5½% Convertible Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting of shareholders at which the holders of such Preferred Stock shall vote separately as a class, (i) the Corporation shall not issue any shares of any other class of stock having priority over the 5½% Convertible Preferred Stock as to payment of dividends or as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, and (ii) the Article of Association (including this Article FIFTH (b)) shall not be amended so as to alter or change the preferences, special rights or powers given to the 5½% Convertible Preferred Stock by this Article FIFTH (b), or so as to affect such shares adversely.